

## **Exhibit 10**

## Miao, Qingqing

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**From:** Mechlowicz, Freyda <FMechlowicz@milbank.com>  
**Sent:** Monday, December 5, 2022 5:29 PM  
**To:** Lambert, Paul M.; Miao, Qingqing  
**Cc:** Perley, Erin; Gibbons, Michael; Luke, Skylar; Bun, Maria; Ciana Casey; Rory Coughlan; Paula Wogan; Tiffany Kolb  
**Subject:** RE: Carlyle/Frontier - security assignment/WF transfer documents  
**Attachments:** Carlyle (former AMCK) Frontier Aircraft Chart (4859-4545-6706-1).docx

**CAUTION:** This is an external email. **STOP and THINK.** Do **NOT** click links or open attachments unless you are certain the content is safe.

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Hi Paul and Qingqing,

Thanks again for the call earlier today! As discussed, attached is a chart showing the various aircraft. Let me know if you see anything that doesn't line up with your records on your end that we need to fix on here, or if you have any follow up questions.

For MSN 8307 that is slated for sale, we will propose to the buyer that this also transfer to a new UMB trust together with the sale (and that we use the same documentation as we will use to transfer MSN 8357). We will let you know the outcome of that proposal. As discussed, that will need to follow completion of the transfers of MSN 8102, 8239 and 8357 and the security N&As. Also as discussed, after we complete the transfers of MSNs 8102, 8239 and 8357, the security N&As and the sale of the 4 aircraft, we can tackle moving over the remaining WF aircraft to new trusts using the documentation we agreed.

Thank you!

Freyda

Freyda Mechlowicz | [Milbank](#) | Partner  
55 Hudson Yards | New York, NY 10001-2163  
T: +1 212.530.5464  
[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com) | [milbank.com](http://milbank.com)

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**From:** Mechlowicz, Freyda  
**Sent:** Wednesday, November 23, 2022 3:25 PM  
**To:** Lambert, Paul M. <LambertP@LanePowell.com>  
**Cc:** Perley, Erin <eperley@milbank.com>; Gibbons, Michael <mgibbons@milbank.com>; Luke, Skylar <sluke@milbank.com>; Bun, Maria <mbun@milbank.com>; Ciana Casey <CianaC@Carlyle.Aero>; Rory Coughlan <RoryC@carlyle.aero>; Paula Wogan <PaulaW@carlyle.aero>; Tiffany Kolb <TiffanyK@Carlyle.Aero>  
**Subject:** Carlyle/Frontier - security assignment/WF transfer documents

Dear Paul,

I hope all is well with you. We wanted to revert regarding the security assignment documents for certain aircraft, as well as notify you of an intention to transfer three aircraft owned by Wells Fargo as trustee to new trusts with UMB as trustee.

Attached please find the following draft documents:

- Revised draft security notice and acknowledgment for each of MSN 7524 and MSN 9177, marked against the comments that you previously sent over to Carlyle. This covers the two forms of leases, but one of these is for a different MSN than you had commented on because the earlier version was for the aircraft that was redelivered.
- The following three aircraft are currently in Wells Fargo trusts: MSN 8102, 8239 and 8357. Carlyle proposes to move these three aircraft into new trusts with UMB as owner trustee, which will each have the same new owner participant (i.e. all three trusts will have the same owner participant). Attached is a draft lease assignment, assumption and amendment agreement for one of the aircraft, which shows the change in owner trustee and owner participant, as well as a draft replacement guarantee with the new owner participant as guarantor and draft guarantee termination for the prior guarantee. These three aircraft are going to be in a different financing from the financing referred to in the attached draft security notices, following the movement of the three aircraft into the new trusts/owner participant, and we will not need the attached versions of the notices/acknowledgments to be entered into for these three aircraft. When the forms of security assignment notice/acknowledgment for this form of lease is agreed, we'll prepare a version of it that is in the same form but refers to the relevant security documents and parties for the financing that will be applicable to these three aircraft. Per the lease, we will provide the relevant tax form for the new owner participant.

I hope you have a good Thanksgiving weekend. I am happy to hop on a call early next week to discuss any questions/thoughts you may have after you have a chance to take a look at the attached. The documents remain subject to further review and comment.

Best regards,  
Freyda

Freyda Mechlowicz | [Milbank](#) | Partner  
55 Hudson Yards | New York, NY 10001-2163  
T: [+1 212.530.5464](tel:+12125305464)  
[FMechlowicz@milbank.com](mailto:FMechlowicz@milbank.com) | [milbank.com](http://milbank.com)

Draft 12/5/22

**Carlyle (former AMCK) Frontier Aircraft**

<b><u>MSN</u></b>	<b><u>Reg Mark</u></b>	<b><u>Current OT</u></b>	<b><u>Current OP</u></b>	<b><u>Current Guarantor</u></b>	<b><u>Airframe Type</u></b>	<b><u>Engines</u></b>	<b><u>Notes</u></b>
8102	N326FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598481 598494	Move to UMB trust with Maverick Aviation TL (D) Limited as OP and Maverick Aviation Borrower 1 Ltd. as new guarantor  Financing #2
8239	N331FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598568 598569	Move to UMB trust with Maverick Aviation TL (D) Limited as OP and Maverick Aviation Borrower 1 Ltd. as new guarantor  Financing #2
8357	N336FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598607 598637	Move to UMB trust with Maverick Aviation TL (D) Limited as OP and Maverick Aviation Borrower 1 Ltd. as new guarantor  Financing #2  To be sold to third party after it is in the financing (NAC)

7524	N716FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A321-200	CFM56-5B3/3B1 573962 573964	Financing #1
8307	N332FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598689 598694	Financing #1  To be sold to third party after it is in the financing (NAC)  TBC transfer to UMB trust together with 3 <sup>rd</sup> party sale
8402	N338FR	Wells Fargo Trust Company, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598668 598680	Financing #1
8766	N349FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Holdings DAC	A320-200N	LEAP-1A26 598941 598942	Financing #1
8857	N350FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599045 599046	Financing #1
8913	N351FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599086 599088	Financing #1
8977	N353FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599174 599176	Financing #1

9026	N354FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599187 599188	Financing #1
9068	N358FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599254 599255	Financing #1
9177	N359FR	UMB Bank, N.A.	Accipiter Investments Aircraft 4 Limited	Accipiter Investments Aircraft 4 Limited	A320-200N	LEAP-1A26 599290 599307	Financing #1  To be sold to third party after it is in the financing (SKY)
10038	N370FR	UMB Bank, N.A.	Vermillion Aviation (Two) Limited	Vermillion Aviation (Two) Limited	A320-200N	LEAP-1A26 599709 599720	Financing #1  To be sold to third party after it is in the financing (SKY)